

By-Law #1  
of the  
RASC, New Brunswick Centre  
SRAC, Centre du Nouveau-Brunswick



Approved November 5, 2016

## NEW BRUNSWICK CENTRE BY-LAW #1

A By-Law relating generally to the conduct of affairs of  
The Royal Astronomical Society of Canada, New Brunswick Centre  
La Société Royale d'Astronomie du Canada, Centre du Nouveau-Brunswick  
(RASC NB / SRAC N-B)

### **ARTICLE 1 - DEFINITIONS**

#### 1.01 DEFINITION OF TERMS IN THIS BY-LAW

- (1) In this By-Law, unless the context requires a different meaning,
- a) "Centre" means The Royal Astronomical Society of Canada, New Brunswick Centre / La Société Royale d'Astronomie du Canada, Centre du Nouveau-Brunswick
  - b) "Council" means the administering body of the Centre referred to in Article 7.01
  - c) "Councillors" are the remaining Officers of the Council not in the Executive
  - d) "Executive" are Officers of the Council consisting of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Treasurer, and Secretary
  - e) "immediate family member" means a spouse, common-law partner, parent, sibling or child of a member
  - f) "meeting of the Centre" or "Centre meeting" refers to a business meeting at which all members in attendance may vote, unless specified otherwise in this By-Law
  - g) "member" means a member of the Centre under Article 5
  - h) "Officer of the Council" is an Executive or a Councillor in the Centre Council
  - i) "ordinary resolution of the Centre" means a resolution passed by a majority of those members of the Centre present and voting at a meeting of the Centre
  - j) "ordinary resolution of the Council" means a resolution passed by a majority of those members of the Council present and voting at a meeting of the Council
  - k) "Society" means The Royal Astronomical Society of Canada – La Société Royale d'Astronomie du Canada
  - l) "special resolution of the Centre" means a resolution passed by two-thirds of those members of the Centre present and voting at a meeting of the Centre
  - m) "special resolution of the Council" means a resolution passed by two-thirds of those members of the Council present and voting at a meeting of the Council
  - n) "Unattached member" means a member of the Society who is not a member of a Centre.

## **ARTICLE 2 – NAME**

### 2.01 NAME OF THE CENTRE

- (1) The name of the Centre shall be “The Royal Astronomical Society of Canada, New Brunswick Centre,” or “La Société Royale d’Astronomie du Canada, Centre du Nouveau-Brunswick,” or both.

## **ARTICLE 3 – OBJECTIVES**

### 3.01 OBJECTIVES OF THE CENTRE

- (1) The objectives of the Centre are:
  - a) to stimulate interest and to promote and increase knowledge in astronomy and related sciences in New Brunswick
  - b) to work in conjunction with the Society and other Centres of the Society to further the progress of astronomy in Canada
  - c) to acquire and maintain equipment and other property necessary for the pursuit of its objectives
  - d) to publish newsletters and other material containing information on the progress of astronomy and the work of the Society and the Centre
  - e) to receive and administer gifts, donations and bequests from members of the Centre and others
  - f) to make contributions and render assistance to individuals, groups and institutions engaged in the study and advancement of astronomy.

## **ARTICLE 4 – RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY**

### 4.01 ASSOCIATION OF CENTRE AND SOCIETY

- (1) The Centre is an unincorporated group of Society members; a constituent part of, and associated with, the Society. The Centre is not a registered charity. The Centre plays a key role in the direct interactions between the Society and the public. The Society provides services and resources to support the activities of the Centre.

### 4.02 BY-LAWS OF THE CENTRE AND THE SOCIETY

- (1) The operation of the Centre is governed by the Centre’s By-Law and the By-Law of the Society.
- (2) The By-Law of the Centre shall not conflict with the By-Law of the Society, and any Centre By-Law article that does conflict is inoperative to the extent of the conflict.
- (3) Where a resolution or action of the Centre conflicts with a resolution or action of the Society, the resolution or action of the Society shall prevail and the resolution or action of the Centre is inoperative to the extent of the conflict.

#### 4.03 CENTRE DEBTS

- (1) The Centre shall be responsible for its own debts, obligations and claims and shall not incur any debt, obligation or claim on behalf of the Society, or be liable for any debt, obligation or claim incurred by the Society.

### **ARTICLE 5 – MEMBERSHIP**

#### 5.01 ELIGIBILITY

- (1) Every member of the Centre shall be a member of the Society. A person becomes a member of the Centre by specifying the Centre when completing the New Membership form or the Membership Renewal form through the Society and paying the appropriate fees.

#### 5.02 TYPES OF MEMBERSHIP

- (1) The membership types are Regular, Life, Youth, Family, Affiliate and Honorary, unless removed from Policy G3 of the Society Policy Manual, and any additional type that may be included in Policy G3.

#### 5.03 MEMBERSHIP FEES AND SURCHARGES

- (1) The annual Centre fees for each membership type are shown in the Centre Policy Manual. Revisions to the fees may be made through special resolution of the Council and ordinary resolution of the Centre. An increase in Centre fees may be applied to a Life member, if the Life member wishes to support Centre programs and initiatives. A Life member who does not wish to pay the increase in Centre fees will become an Unattached member.
- (2) The Centre or the Council may, by special resolution, establish one or more surcharges applicable to members of the Centre or to any type thereof, in respect of any Centre right or service.
- (3) If the Centre imposes any surcharges upon its members before allowing them to exercise their rights specified in Article 5.04, then this surcharge shall be designated a “basic surcharge” and this basic surcharge must be set in an amount no higher than is necessary to recover the direct costs of providing such rights, including the cost, if any, of meeting facilities for meetings of the Centre and the Council. Additional surcharges may be required for additional Centre rights and services, but entitlement to the above-specified Centre rights shall not be conditional upon payment of such additional surcharges.

#### 5.04 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS AND SERVICES

- (1) Every member is entitled to exercise the following rights:
  - (a) to attend and to vote at all meetings of the Centre
  - (b) to attend all meetings of the Council, unless, in exceptional circumstances, the Council declares, by special resolution, a meeting or part of a meeting to be closed to the membership
  - (c) to stand for election to the Council
  - (d) to stand for election as a National Council Representative under Article 7.02.

5.05 DURATION OF ENTITLEMENT TO CENTRE RIGHTS AND SERVICES

- (1) A member who is entitled to the specified Centre rights under Article 5.04 for a membership year is so entitled until the expiration of said membership.

5.06 TRANSFER OF MEMBERSHIP

- (1) A member of another Centre may transfer his or her membership to the Centre, and an Unattached member may become a member of the Centre, upon approval of the Centre President. No Centre fee will be received until the beginning of the membership year following that in which the transfer or attachment is so accepted.

5.07 EXPULSION FROM CENTRE MEMBERSHIP

- (1) Members are expected at all times to conduct themselves appropriately and with due regard to the best interests of the Society, the Centre, and their fellow members when participating in Centre activities or business. Failure to do so could lead to disciplinary action up to and including expulsion from the Centre.
- (2) The progression of disciplinary action shall be conducted as per the Centre Policy Manual.

**ARTICLE 6 – COUNCIL**

6.01 DUTIES AND COMPOSITION

- (1) The property and business of the Centre shall be administered by the Council, the members of which shall, subject to Article 6.02(3), be the elected or appointed Officers of the Council referred to in Article 7.01.

## 6.02 MEETINGS OF CENTRE COUNCIL

- (1) The Council shall meet as often as the business of the Centre shall require, but at least three times in each year as a meeting of the Council or as a meeting of the Centre.
- (2) Subject to Articles 6.02(1) and (4), meetings of the Council or of the Centre shall be called by the President and shall be held at such a place as is designated by the President.
- (3) Every meeting of the Council or of the Centre shall be presided over by the President, in his or her absence by the 1<sup>st</sup> Vice-President, in his or her absence by the 2<sup>nd</sup> Vice-President, and in the absence of all of them by another member of the Council elected at the meeting. The presiding member may vote at a meeting only to cast a deciding vote in the event of a tied vote.
- (4) Upon receipt of a requisition in writing signed by at least four members of the Council, the President shall call a meeting of the Council to consider the business specified and at such place as is named in the requisition. If the President fails to call a meeting of the Council to be held within thirty days of such requisition, then any voting member of the Council who has signed such a requisition may call a meeting of the Council.
- (5) At least ten days before the date of such meeting by requisition the Secretary shall send to every member of the Council notice of the meeting, which shall state the names of the requisitioning members and the date of and the business specified in the requisition. If the Secretary fails to send such notice, then notice of a meeting may be sent by any member who has signed such requisition, at the expense of the Centre, at least ten days before the date of the meeting.
- (6) No business shall be conducted at any point at a meeting of the Council at which a quorum, which shall be 5 members of the Council, is not present.
- (7) If a quorum is not present to begin a meeting of the Council or of the Centre, a meeting of the other may be declared if a quorum is present.
- (8) If a member of Council or of the Centre, or an immediate family member, stands to gain financially from resolution of a business item before the Council or Centre, the member shall declare a conflict of interest and be excused from the room while the vote is taken.
  - (a) If there is disagreement whether a conflict of interest exists, the matter shall be settled through ordinary resolution of the Council or of the Centre prior to voting on the business item.
  - (b) The presiding member of a meeting may excuse from the room any attendee who stands to gain financially from the resolution of a business item, in order to allow uninhibited discussion and voting by Council or Centre.
- (9) Unless otherwise specified in this By-Law, the Council and the Centre shall act by ordinary resolution, and the conduct of meetings of the Council and of the Centre shall be governed by Robert's Rules of Order.

## **ARTICLE 7 – OFFICERS**

### **7.01 OFFICERS OF THE COUNCIL**

- (1) The Council of the Centre shall be made up of five Executives and four Councillors.
- (2) The Executive shall be composed of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer.
- (3) All Officers of the Council shall be elected according to article 7.05 or appointed according to article 7.14.

### **7.02 NATIONAL COUNCIL REPRESENTATIVE(S)**

- (1) The National Council Representative(s) shall be elected by members of the Centre according to Article 7.05, or appointed by the Council according to Article 7.14.

### **7.03 ELIGIBILITY FOR OFFICE**

- (1) Every member has the right to stand for election or appointment to any elected or appointed position within the Centre.
- (2) No person who is an elected officer of the Society may simultaneously be the President, Secretary, Treasurer or a National Council Representative of the Centre.

### **7.04 NOMINATION OF OFFICERS AND NATIONAL COUNCIL REPRESENTATIVE(S)**

- (1) The Nominating Committee shall call for nominations for Officers of the Council and National Council Representative(s) before 15 August of each election year.
- (2) The Nominating Committee shall prepare a list of one or more candidates for each elected office of the Council and for the National Council Representative for which an election must be held. This list shall be presented to the Secretary of the Centre prior to 1 September.

### **7.05 ELECTION OF OFFICERS AND NATIONAL COUNCIL REPRESENTATIVE(S)**

- (1) The vote shall be by ballot, received at the annual meeting or mailed out to each member not less than thirty days prior to the annual meeting. The ballots must be received by the Nominating Committee by election time to be eligible.
- (2) Where there are more nominations than positions for an elected office of Council or National Council Representative(s), the Officer or Representative(s) shall be elected by vote of the members of the Centre during the annual meeting of the Centre. The candidate(s) receiving the greatest number of votes shall be declared elected.
- (3) Where there are no more nominations than positions for an elected office of the Council or the National Council Representative(s), the Officer(s) or Representative(s) shall be declared elected by acclamation.

7.06 TERMS OF OFFICE

- (1) The terms of office of elected officers under Article 7.01 and National Council Representatives under Article 7.02 shall be two years.
- (2) A member may be nominated and serve for the same elected office or position in Article 7.06 (1) for an unlimited number of consecutive terms.
- (3) The terms of office of every elected Officer and National Council Representative(s) shall commence on the day after the election.

7.07 DUTIES OF THE PRESIDENT

- (1) The President shall:
  - (a) preside at all meetings of the Centre and the Council as provided by Articles 6.02(3) and 9.04
  - (b) represent and speak for the Centre when appropriate
  - (c) have such other duties as may be prescribed by the Council.
- (2) The President is a member of all committees of the Council, as prescribed in Article 8.02.

7.08 DUTIES OF THE 1<sup>ST</sup> VICE-PRESIDENT

- (1) The 1<sup>st</sup> Vice-President shall:
  - (a) assist the President in the discharge of his or her duties
  - (b) preside at meetings of the Council and of the Centre in circumstances prescribed in Articles 6.02(3) and 9.04
  - (c) have such other duties as may be prescribed by the Council
  - (d) assume the duties of the President in case of absence, resignation, disqualification, removal or death.

7.09 DUTIES OF THE 2<sup>ND</sup> VICE-PRESIDENT

- (1) The 2<sup>nd</sup> Vice President shall:
  - (a) assist the President in the discharge of his or her duties
  - (b) preside at meetings of the Council and of the Centre in circumstances prescribed in Articles 6.02(3) and 9.04
  - (c) have such other duties as may be prescribed by the Council
  - (d) assume the duties of the 1<sup>st</sup> Vice-President in case of absence, resignation, disqualification, removal, or death, or in the event that article 7.08(d) has been invoked.



#### 7.10 DUTIES OF THE SECRETARY

- (1) The Secretary shall:
  - (a) conduct the correspondence of the Centre and report thereon to Council
  - (b) have custody of the current minutes and documents of the Centre
  - (c) discharge the duties prescribed in Article 9.01(2)
  - (d) be responsible for the preparation and submission of accurate minutes of all meetings of the Council and of the Centre
  - (e) send to all members of the Centre the minutes of all meetings of the Council and the Centre
  - (f) submit the Annual Activity Report to the Society by 28 February of each year
  - (g) maintain approved revisions to the Centre By-Law and Centre Policy Manual
  - (h) have such other duties as may be prescribed by the Council.

#### 7.11 DUTIES OF THE TREASURER

- (1) The Treasurer shall:
  - (a) prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities
  - (b) receive and supervise the deposit of receipts
  - (c) supervise the disbursement of Centre funds
  - (d) supervise the safekeeping of the Centre's securities and other monetary assets
  - (e) prepare and present to each meeting of the Council or Centre a statement of the Centre's revenues and expenses since the last Council or Centre meeting
  - (f) in general, conduct the financial business of the Centre in accordance with the direction of the Council
  - (g) prepare the Annual Financial Report of the Centre as specified by article 10.02, present them to the Council for approval prior to the next annual meeting of the Centre, and present the approved annual financial statement for adoption by the annual meeting of the Centre as prescribed in Article 9.01(3)(a)
  - (h) submit the Annual Financial Report referred to in article 7.11(1)(a) to the Society by 28 February in each year
  - (i) have such duties as may be prescribed by the Council.

#### 7.12 DUTIES OF THE COUNCILLORS

- (1) The Councillors elected under Article 7.05 or appointed under Article 7.15 shall have such duties as may be prescribed by the Council.

#### 7.13 DUTIES OF THE NATIONAL COUNCIL REPRESENTATIVE(S)

- (1) The National Council Representative(s) shall:
  - (a) participate in all meetings of the National Council or, if unable to do so, inform the President as soon as practical so that an Alternate may be appointed and the Society informed,
  - (b) maintain awareness of issues at the Centre and Society levels, and convey accurately the issues and positions on them.

7.14 REMOVAL FROM OFFICE

- (1) An Officer of the Council may be removed from office by special resolution of the Centre. Any such person whom it is proposed to remove from office is entitled to receive a personal notice of the meeting prior to the announcement of the meeting at which such removal shall be proposed, and of the intention to propose such removal, and is entitled to make representation on his or her behalf at the meeting of the Centre at which the vote is held.

7.15 VACANCY OF AN OFFICE

- (1) If the position of an Officer of the Council or a National Council Representative becomes vacant by reason of death, resignation, disqualification, lack of nomination(s), or removal under Article 7.14, then another member of the Centre may be elected by ordinary resolution of the Council to fill such vacancy for the remainder of the term of office. In the event that a position must be filled prior to the next regularly scheduled meeting of the Council, the President may appoint a member of the Centre to the position until the next meeting of the Council.

## **ARTICLE 8 – COMMITTEES**

### **8.01 COMMITTEES**

- (1) The Council may establish from time to time any committee for such purposes and for such term, not exceeding two years, as the Council shall prescribe. Such term is renewable by the Council any number of times.
- (2) Each committee shall be composed of a chairperson appointed by the Council, together with such other members as are appointed by the Council, or if the Council does not appoint other members or appoints some but not all members, then by the chairperson of the committee in such additional numbers as may be prescribed by Council.
- (3) The term of office of a member of a committee is for up to two years, renewable.

### **8.02 COMMITTEE MEMBERSHIP OF THE PRESIDENT**

- (1) The President shall be a voting member of all committees of the Council. The President shall not be considered a member of any committee for the purpose of reckoning the number of members of the committee or a quorum of the committee.

### **8.03 REPORTS TO CENTRE COUNCIL**

- (1) All committees of the Centre shall be subject to the authority of the Council. Each committee shall keep a record of its operations and shall report thereon to the Council at every meeting of the Council and otherwise as required by the Council. Each committee that receives or expends funds of the Centre shall present annually to the Council a statement of its financial operations.

### **8.04 COMMITTEE DECISIONS**

- (1) No committee decisions shall be taken without the consent of the majority of the members. No business shall be conducted at any point at a meeting of any committee at which a quorum, which shall be at least half of the members thereof and greater than one, is not present.

### **8.05 VACANCY ON A COMMITTEE**

- (1) If a vacancy on a committee occurs by reason of death, resignation, disqualification or removal, then another eligible member of the Council or the Centre, as the case may be, may be appointed by an ordinary resolution of the Council to fill such vacancy for the remainder of the term of office. If the Council does not appoint an eligible member, then the chairperson of the committee shall appoint an eligible member as prescribed by Council.

### **8.06 REMOVAL FROM A COMMITTEE**

- (1) The chairperson and any member of any committee except the President may be removed from office by ordinary resolution of the Council. Any such person whom it is proposed to remove from a committee is entitled to receive a personal notice of the meeting prior to the announcement of the meeting at which such removal shall be proposed; and of the intention to propose such removal; and is entitled to make representation on his or her behalf at the meeting of the Council at which the vote is held.

## **ARTICLE 9 – CENTRE MEETINGS**

### 9.01 ANNUAL MEETING

- (1) The annual meeting of the members of the Centre shall be held between 1 October and 31 December in each year at such place as shall be designated by the Council.
- (2) At least ten days before the date of the annual meeting, the Secretary shall notify each member of the Centre of the time and place of the annual meeting.
- (3) The order of procedure at the annual meeting shall be as follows:
  - (a) consideration and approval of the reports of the Council, the Executives of the Council, and committees of the Council, and presentation and adoption of the financial statements
  - (b) consideration of any matter proposed to be adopted by special resolution of the Centre
  - (c) election of any Officers of the Council
  - (d) election of any National Council Representative(s)
  - (e) other business.

### 9.02 CENTRE MEETINGS

- (1) The President shall call meetings of the Centre as often as the business and activities of the Centre may require. Notice of such meetings shall be given in such manner as can reasonably be expected to bring the calling of such meeting to the attention of the members of the Centre.

### 9.03 MEETINGS ON REQUISITION

- (1) Upon requisition in writing or by email signed by at least ten members of the Centre, the President shall call a meeting of the Centre to consider the business specified and at such place as is named in the requisition. If the President fails to call a meeting of the Centre to be held within sixty days of such requisition, then any voting member of the Centre who has signed such requisition may call a meeting of the Centre.
- (2) At least thirty days before the date of such meeting the Secretary shall notify every voting member of the Centre of the meeting, stating the names of the requisitioning members, the location and time of the meeting, and the business specified in the requisition. If the Secretary fails to give such notice, the notice of the meeting may be given by any voting member who has signed such requisition, at the expense of the Centre, at least thirty days before the date of the meeting.
- (3) At any such meeting of the Centre, only such business as is specified in the requisition shall be conducted.

### 9.04 QUORUM

- (1) No business shall be conducted at any point at the annual meeting of the Centre, and no vote shall be taken at any meeting of the Centre at which a quorum, which shall be 12 members of the Centre, is not personally present.

## **ARTICLE 10 – FINANCES**

### 10.01 FISCAL YEAR

- (1) The fiscal year of the Centre commences on 1 October and ends on the following 30 September.

### 10.02 ANNUAL FINANCIAL REPORT

- (1) The Centre's Annual Financial Report shall consist of a balance sheet, a statement of the revenues and expenses, and such other statements as are required in accordance with generally accepted accounting principles, by the Council or by the Society.

## **ARTICLE 11 – SIGNING AUTHORITY**

### 11.01 SIGNING AUTHORITY

- (1) Contracts, or any instrument in writing requiring the signature of the Centre shall be signed by two members of the Executive, at least one of which shall be either the President, the 1<sup>st</sup> Vice-President or the 2<sup>nd</sup> Vice-President and all contracts, documents and instruments in writing so signed shall be binding upon the Centre without further authorization or formality. The Council shall have the power from time to time by ordinary resolution to appoint an officer or officers on behalf of the Centre either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- (2) Every officer who and every committee that has responsibility for the expenditure of an amount allocated under the budget may expend such amount and thereupon bind the Centre to that extent without further authorization.

## **ARTICLE 12 – REMUNERATION AND EXPENSES**

### **12.01 REMUNERATION AND EXPENSES**

- (1) No member of the Council or of a committee shall receive any remuneration from the Centre for his or her services, but each member shall be entitled to be reimbursed for all expenditures authorized by the Council and made by him or her on behalf of the Centre or in connection to the Centre's business, and in accordance with the Centre Policy Manual where applicable.

## **ARTICLE 13 – CONFORMITY TO BY-LAW**

### **13.01 CONFORMITY TO BY-LAW**

- (1) Subject to Article 13.02, no action taken contrary to the By-Law of the Centre is valid.

### **13.02 FAILURE TO RECEIVE NOTICE**

- (1) The failure of any person to receive notice of any meeting required to be given under the By-Law of the Centre does not affect the validity of any action taken at such meetings.

## **ARTICLE 14 – REPEAL AND AMENDMENT**

### **14.01 AMENDMENT AND ENACTMENT OF CONSTITUTION**

- (1) The By-Law of the Centre may be repealed or amended and other By-Laws of the Centre may be enacted, by special resolution of the Centre.
- (2) At least ten days before the date of the Centre meeting to amend the By-Law of the Centre or to enact other By-Laws of the Centre, the Secretary shall notify each member of the Centre:
  - (a) specifying the time and place of the meeting, and
  - (b) any proposed By-Law or amendment to this By-Law adopted by special resolution of the Council under Article 14.01.

### **14.02 REPEAL OF PREVIOUS BY-LAWS**

- (1) All previous By-Laws of the Centre are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any action done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-Law prior to its repeal. All officers or persons acting under any By-Law so repealed shall continue to act as appointed under the provisions of this By-Law and all resolutions of the Centre or of the Council or a committee of the Council with continuing effect passed under any repealed By-Law shall continue good and valid except to the extent inconsistent with this By-Law and until amended or repealed.